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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT



Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): April 18, 2011

**BIOHEART, INC.**

(Exact name of registrant as specified in its charter)  
**Florida**

(State or other jurisdiction of incorporation)

**1-33718**

**65-0945967**

(Commission File Number)

(IRS Employer Identification No.)

**13794 NW 4<sup>th</sup> Street, Suite 212  
Sunrise, Florida 33325**

(Address of principal executive offices, including zip code)

**(954) 835-1500**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.02 Termination of a Material Definitive Agreement.**

On January 23, 2011, Bioheart, Inc. (the "Company") announced that it had entered into a subscription agreement with Anc

Bio Holdings, Inc. ("ANC"), and a subscription agreement with one of its U.S. agents, Bioheart Florida, LLC ("BF") for a \$4 million equity investment, in the aggregate (collectively, the "Agreements"). Funding of the investment was to be made ratably by them in installments with 10% immediately, followed by 40% within 45 days and the remaining 50% subject to certain conditions which the Company expected to satisfy within 90 days. On March 11<sup>th</sup> the Company announced that it received the initial 10% and was engaged in discussions with ANC and BF to determine new timing for the funding of the remaining installments. As of April 18, 2011, the second installment had not been received from either ANC or BF.

Accordingly, on April 18, 2011 the Company delivered a written notice of default and termination to each of ANC and BF, in respect of the Agreements. The notice states that it is being given as a result of the breach by each of ANC and BF of their respective payment obligations under the Agreements. A copy of the notice of default is filed herewith.

#### Item 9.01 Exhibits.

<i>Exhibit Number</i>	<i>Description</i>
8.1	Notice of Event of Breach, from Company to AnC Bio Holdings Inc. and Bioheart Florida, LLC, dated April 18, 2011, filed herewith.

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#### Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 22, 2011

#### BIOHEART, INC.

By: /s/ Mike Tomas  
Mike Tomas  
President & Chief Executive Officer

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April 18, 2011

Via Facsimile and Overnight Courier

AnC Bio Holdings, Inc.  
10<sup>th</sup> Floor, H&S Tower  
119-2 Nonhyun-Dong, Gangnam-Gu  
Seoul, Korea 135-820  
Attention: Alex Choi, Chairman and CEO

Bioheart Florida, LLC  
111 N.E. 1<sup>st</sup> Street, 4<sup>th</sup> Floor  
Miami, FL 33132  
Attention: Ariel Quiros, President

Re: Notice of Breach by AnC Bio Holdings, Inc. ("AnC Bio") under that certain Subscription Agreement dated as of January 23, 2011 between AnC Bio and Bioheart, Inc. (the "Company"); and Notice of Breach by Bioheart Florida, LLC ("BHFL"; and collectively with AnC Bio, the "Investors") under that certain Subscription Agreement dated as of January 23, 2011 between BHFL and the Company (collectively, the "Subscription Agreements")

Dear Messrs. Choi and Quiros:

As you are aware, as of the date of this letter, despite the satisfaction of all conditions to the Investors' obligations to fund the second installment of their subscriptions under the Subscription Agreements (collectively, the "Second Installments"), the timely performance by the Company of all of its obligations owing to the Investors through the date hereof, and the Company's informal requests to the Investors to perform their obligations under the Subscription Agreements, neither AnC Bio nor BHFL has funded its Second Installment. Such Second Installments, in the aggregate amount of US \$1.6 million, were due on or before March 5, 2011.

The failure of each Investor to fund its Second Installment constitutes a material breach by such Investor under its Subscription Agreement. As a result of these breaches, we have decided to immediately cause the removal of Mr. Quiros from our Board of Directors and take such other action as may be necessary to enforce the Company's rights and remedies under the Subscription Agreements. All rights of AnC Bio and BHFL under the Subscription Agreements are hereby terminated.

Sincerely,

/s/ Mike Tomas

Mike Tomas  
Chief Executive Officer & President

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13794 NW 4<sup>th</sup> Street, Suite 212 • Sunrise, Florida 33325  
Phone: 954.835.1500 • Fax: 954.845.9976  
[www.bioheartinc.com](http://www.bioheartinc.com)